

**STATE OF MICHIGAN
DEPARTMENT OF LABOR & ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE SERVICES**

**Before the Commissioner of the Office of Financial and Insurance Services
In the Matter of: Enforcement Case No. 04-2980**

Wellbrook Properties, Inc.
2450 Atlanta Hwy
Suite 904
Cumming, GA 30040

Cornerstone Ministries Investments, Inc.
2450 Atlanta Hwy
Suite 904
Cumming, GA 30040

John T. Ottinger, Jr., Vice President and Chief Operating Officer
Cornerstone Ministries Investments, Inc.
2450 Atlanta Hwy, Suite 904
Cumming, GA 30040

John T. Ottinger, Jr., Chairman of the Board of Directors, President,
and Chief Executive Officer
Wellbrook Properties, Inc.
6030 Bethelview Rd., Suite 101
Cumming, GA 30040

Respondents.

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CONSENT ORDER AND STIPULATION

Issued and entered
on the 3rd day of October, 2005
by Linda A. Watters
Commissioner

I. CONSENT ORDER

A. ALLEGATIONS AGAINST RESPONDENTS

1. Wellbrook Properties, Inc. ("Wellbrook") is a foreign corporation incorporated under the laws of the State of Georgia having its principal place of business located at 2450 Atlanta Highway, Suite 904, Cumming, Georgia 30040.

2. John T. Ottinger, Jr. (“Ottinger”) is Wellbrook’s Chairman of the Board of Directors, President and Chief Executive Officer.
3. On or around July 13, 2004, Wellbrook filed a Form U-1 Uniform Application to Register Securities (the “Wellbrook Form U-1”) with the State of Michigan, Office of Financial & Insurance Services (“OFIS”). The Wellbrook Form U-1 sought to register 100,000 shares of Common Stock at an offering price of \$10.00 per share (the “Wellbrook Securities Offering”).
4. On or around November 2, 2004, Wellbrook filed an Amendment No. 1 to Form SB-2 Registration Statement (the “Form SB-2”) with the U.S. Securities & Exchange Commission (“SEC”) for the purpose of registering the Wellbrook Securities Offering.
5. The Prospectus submitted with the Form SB-2, at pp. 59-60, refers to and incorporates by reference “the most recent Form 10-KSB Annual Report filed with the SEC by Cornerstone Ministries Investments.” The Form 10-KSBs filed by Cornerstone Ministries Investments, Inc. (“Cornerstone”) for the fiscal years ended December 31, 2003 and December 31, 2002, available on the SEC’s Edgar website, provide on the cover page: “Name of each exchange on which registered—Chicago Stock Exchange (approved for listing).”
6. Following inquiries by OFIS, the Chicago Stock Exchange issued a letter dated December 3, 2004 refuting Cornerstone’s statement that its securities were approved for listing on the Chicago Stock Exchange. Subsequent letters from the Chicago Stock Exchange indicate that Cornerstone’s securities were conditionally approved for listing, subject to meeting certain listing requirements.
7. On December 16, 2004, OFIS Chief Deputy Commissioner Frances K. Wallace entered an Order of Denial of Effectiveness of Registration of Securities (the “Order”) denying registration of the Wellbrook Securities Offering.
8. Wellbrook did not request a hearing on the Order within the fifteen (15) day time period provided therein; consequently, pursuant to the express terms of the Order, the Order automatically became a final Order Denying Application for Registration and the Use of Current and Future Exemptions of the securities offered by Wellbrook as of the date of entry.
9. On July 7, 2005, an Informal Conference was conducted between the parties regarding the allegations asserted in this Enforcement Case, together with the related allegations asserted in Enforcement Case No. 04-2978, In the Matter of Cornerstone Ministries Investments, Inc., et al.
10. OFIS has alleged that Wellbrook, as issuer of the Wellbrook Securities Offering, together with its officer and director, Respondent Ottinger, knew or reasonably should have known upon proper investigation that the securities of Cornerstone

were not approved for listing on the Chicago Stock Exchange at the time the Wellbrook Form U-1 was filed with the State of Michigan.

11. OFIS has further alleged that Respondents Wellbrook and Ottinger's (collectively referred to hereinafter as the "Respondents") making of an untrue statement of a material fact and/or omission of a fact necessary in order to make the statement made not misleading in connection with the offer and/or sale of the Wellbrook Securities Offering constitutes a violation of Section 101(2) of the Act, MCL 451.501(2).
12. OFIS has also alleged that by failing to explain that Cornerstone's securities were not unconditionally "approved for listing" on the Chicago Stock Exchange at the time the Wellbrook Form U-1 was filed, Respondents made or caused to be made, in the Wellbrook Form U-1 filed with OFIS, a statement that was false or misleading in a material respect at the time and in light of the circumstances under which it was made, in violation of Section 404 of the Act, MCL 451.804.
13. The foregoing allegations by OFIS, if proven, would constitute grounds for, among other things: (a) the suspension or revocation of securities agent and broker-dealer registrations or censure of such registrants, where applicable; (b) the denial or revocation of exemptions pursuant Section 408(c) of the Act, MCL 451.808(c); the imposition of civil penalties against Respondents, pursuant to Sections 204(g) and 408(d) of the Act, MCL 451.604(g) and 451.808(d), respectively; and the issuance of a cease and desist order, pursuant to Section 408(a) of the Act, MCL 451.808(a).
14. Respondents dispute the foregoing allegations, and contend that Wellbrook has not made any misrepresentation of material fact or omitted any fact necessary in order to make statements made not misleading in connection with the offer and/or sale of the Wellbrook Securities Offering.

B. ORDER

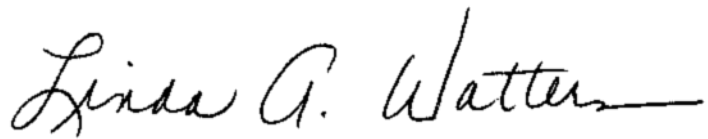
Recognizing the foregoing dispute, and intending to resolve and settle the allegations of OFIS without any further administrative proceedings, appeals or litigation, Respondents consent and agree to the following relief. It is therefore ORDERED that:

1. Respondents shall cease and desist from violating the Act, including but not limited to Sections 101(2) and 404 of the Act, MCL 451.501(2) and MCL 451.804, respectively, by refraining from making untrue, false or misleading statements in connection with the offer and/or sale of any security in Michigan and/or in any document filed with OFIS.
2. Because the Administrator (the Commissioner of OFIS) finds that it would be in the public interest, Wellbrook's exemptions under Sections 402(a)(1), (6), (7), (8), (9) and (10) and Section 402(b) of the Act are hereby revoked for all purposes provided under Section 408(c) of the Act, including but not limited to

Wellbrook's right to sell exempt securities or engage in exempt transactions in the future absent compliance with the registration provisions of the Act.

3. Respondents acknowledge that, if any securities had been sold in the State of Michigan in connection with the Wellbrook Securities Offering, this Order would require Wellbrook to offer to refund the consideration paid for such purchases, with interest, as contemplated by Section 410(a) of the Act, MCL 451.810(a). As a material inducement to the Commissioner's willingness to enter into this Consent Order, Respondents represent and warrant that no Wellbrook securities have been sold in the State of Michigan as of the date of this order, and they agree that no securities will be sold in the State of Michigan except in compliance with this order.
4. Within thirty (30) days after the date this Consent Order is issued, Respondents Wellbrook and Ottinger shall pay to the State of Michigan, through the Office of Financial and Insurance Services, the total amount of One Thousand Five Hundred and 00/100 Dollars (\$1,500.00) as reimbursement of amounts incurred by OFIS to investigate this matter. Such payment shall be made via certified U.S. funds, and may be remitted to OFIS directly c/o William Peattie, or to co-counsel for OFIS, Assistant Attorney General Christopher L. Kerr.
5. Respondents agree to be bound by the Order previously entered in this matter, waive any right to a hearing or an appeal of the Order, and agree that such Order is final.

Upon issuance, this Consent Order shall fully and finally resolve any and all administrative claims arising out of or relating to this Enforcement Case.



Dated: _____

Linda A. Watters, Commissioner
Office of Financial and Insurance Services